



**GRAYS HARBOR
COUNCIL OF GOVERNMENTS
BYLAWS**

Approved at the Full Board Meeting: November 2023

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GRAYS HARBOR COUNCIL OF GOVERNMENTS BYLAWS

Amended/Affirmed: November 2023

SECTION ONE: AUTHORITY AND PURPOSE

1.1 *Establishment and Authority*

The Grays Harbor Regional Planning Commission was established in February of 1960 under the authority of RCW 36.70.060 to provide organization and services for its member entities to coordinate planning efforts and resources.

On February 24, 2000, by Resolution No. 374, the name was changed to the Grays Harbor Council of Governments. However, agency scope and authority has not changed.

SECTION TWO: MISSION STATEMENT

2.1 *Mission*

The mission of the Council of Governments is to:

Coordinate and cultivate projects of regional significance,
Interact with member entities to provide technical assistance in special projects,
Voice and address needs of the Grays Harbor region in statewide and multi-county policy and
planning development,
Inform members and the general public about the available resources, and
Communicate to member entities essential information such as mandates, policies and
programs that affect local progress.

SECTION THREE: MEMBERSHIP

3.1 *Member Eligibility*

Any local government, tribal government, municipal corporation, public agency or organization, or special purpose district shall qualify for membership in the Grays Harbor Council of Governments (hereinafter referred to as "Council"). Councils of government and regional councils in other geographical areas of the State are welcome to membership on a non-voting reciprocal basis.

3.2 *Member Application Process*

Any local government, tribal government, municipal corporation, public agency or organization, or special purpose district may request membership at any time during the year by submitting a resolution or locally approved request authorizing such membership. Upon Council approval and acceptance of the resolution, or locally approved request, the new member will be included in the current budget at a rate defined by membership classification

and established by the Council. Formal membership and voting privileges will begin within one month subsequent to acceptance of membership.

3.3 Membership Classification

There shall be four classes of membership, General, Special Purpose, Associate, and Reciprocal.

General Membership shall be open to any local government or tribal government within the boundaries of the Council of Governments, which consists of the County of Grays Harbor, in the State of Washington.

Special Purpose Membership shall be open to any special purpose district or municipal corporation organized pursuant to state law and governed by a board of officials elected to serve that entity, within the boundaries of the Council of Governments.

Associate Membership shall be open to any public agency or community organization within the boundaries of the Council of Governments.

Reciprocal Membership shall be open to any regional council or council of governments within the State of Washington.

3.4 Membership Fees

The allocation of general and special purpose membership fees approved for the 2003 budget year shall become the ***maintenance level fee schedule***. A cost-of-living increase will be calculated each year and become the base of the following year's budget. The allocation of any associate membership fees will be determined by the Council on an annual basis within the budget process.

As of the June 2006 bylaws revision, this process establishes the membership dues at the 2002 allocation level and equitably distributes the burden of support among the current members. This being accomplished, these bylaws replace all previous allocation formulas. Hereafter membership dues will remain constant or be increased by a percentage determined by the Council during the preliminary budget process. The dues level of new members will be determined during the membership application process.

SECTION FOUR: ORGANIZATION

4.1 Organizational Structure

The Full Council consists of all those members in good standing who may exercise full voting privileges. Under the guidance of the Full Council are the Administrative Sub-Council and other sub-councils and committees as deemed necessary by the Full Council.

4.2 Sub-Council and Committee Roles, Responsibilities, and Authority

Each sub-council and committee established shall have an appointed Chair responsible for reporting progress to the Full Council. Each sub-council and committee shall have the ability to designate work groups for project specific tasks. Such work groups shall dissolve upon

completion of the project. Any recommendations of the sub-councils and committees, with the exception of the Administrative Sub-Council as empowered in Section 5 of these bylaws, must be approved by the Full Council in accordance with all applicable rules and regulations, prior to any actions. Sub-councils and committees may be composed of Council members, member agency staff, other elected or appointed officials, or individuals with particular knowledge or talent to contribute to the work of the committee.

4.2.1 The Administrative Sub-Council reports directly to the Full Council. It is the role of this sub-council to oversee the facilitation by the Executive Director of the financial and daily operations of the Council. It is the responsibility of this sub-council to assist staff as needed with items such as budget development, contractual issues, financial reporting, personnel policies and issues, and operating procedures. This sub-council shall consist of three (3) members. Sub-council membership is restricted to only general and special purpose membership classifications. The Administrative Sub-Council serves as the Executive Committee for the Council and as such is empowered with full abilities as listed in Section 5 of these bylaws. The Chair of this sub-council serves as the presiding Chair of the Full Council. The Administrative Sub-Council shall meet as needed but no less than once a month. Two (2) members shall constitute a quorum.

SECTION FIVE: ADMINISTRATIVE SUB-COUNCIL

5.1 *Composition*

The Administrative Sub-Council consists of three (3) members, Chair, Vice-Chair, and Secretary. The Chair and Vice-Chair must be elected officials. The Chair must have been a member representative of the Council for a minimum of one (1) year. The position of Secretary may be filled by any representative of General, Tribal or Special Purpose membership. Members must be in good standing, per section 8.3, to hold a position on this sub-council.

5.2 *Responsibilities*

The Chair shall preside over Full Council meetings and shall call special meetings when required. He/She shall execute such agreements as may be authorized by the Full Council.

The Vice-Chair shall assume the duties of the Chair in his/her absence.

The Secretary shall be responsible for keeping an accounting of Administrative Sub-Council activities and actions for the purpose of reporting to the Full Council. These duties may be delegated to staff as deemed appropriate.

5.3 *Authority*

The Administrative Sub-Council shall make reasonable efforts to address the Full Council for prior approval to execute contracts, interlocal agreements, and correspondence related to the routine executive and administrative matters of the Council, but it is agreed that the Administrative Sub-Council is empowered to make such decisions without the approval of the Full Council if they deem it is in the best interest of the Council. The Administrative Sub-Council shall be empowered to approve claim vouchers and expenditures within the approved budget of the Council. The Administrative Sub-Council is also empowered with the authority to approve

personnel policies, which include staff salary ranges and personnel benefits. All actions of the Administrative Sub-Council must be reported during the next meeting of the Full Council.

5.4 *Vacancies*

In the event that the position of Chair is vacated, the Vice-Chair shall assume the role of Chair. At the next meeting of the Full Council a new Vice-Chair must be elected.

5.5 *Nomination Process*

Self-nominations by representatives in good standing interested in fulfilling the roles and responsibilities associated with the positions of the Administrative Sub-Council may be accepted from the floor. Nominations from fellow members in good standing may also be accepted. If deemed appropriate by the Full Council, a nominating committee may be established to help identify those interested in serving. The members of the new Administrative Sub-Council shall be individually elected to office by a majority vote of the Full Council.

SECTION SIX: MEETINGS

6.1 *Full Council Meetings*

The regular meetings of the Full Council shall be held monthly, on the 3rd Thursday of the month. The December meeting will be scheduled for an appropriate day in December by order of the Chair. The regular meetings of the Full Council will be held at the Port of Grays Harbor Commission Chamber in Aberdeen unless an alternate location has been approved by the Council at a previous meeting. The Council has the option to meet in person or remotely and is free to change the meeting format upon a vote of the council. Remote attendance was approved and initiated by Resolution #461, adopted May 21, 2020.

6.2 *Special Meetings*

Special meetings may be called by the Chair provided notification via telephone, fax, email, or letter request, stating the purpose of the meeting, is given to each voting member at least twenty-four hours before the proposed meeting.

6.3 *Agenda*

The Executive Director may provide the Full Council Chair with a written preliminary agenda for all regular and special meetings for review and approval. The Chair may amend and/or approve the agenda within forty-eight (48) hours of receipt. The voting membership shall be supplied with the final agenda and all pertinent materials at-least twenty-four (24) hours in advance of the meeting.

6.4 *Quorum*

One-half plus one of the voting members of the Council shall constitute a quorum for the transaction of business. Actions of the Council shall be exercised by a majority vote of those present that are in good standing per section 8.3.

6.5 *Open Public Meeting*

All meetings will be open to the public in accordance with the provisions of the Open Public Meetings Act RCW 42.30.

SECTION SEVEN: VOTING AND REPRESENTATION

7.1 *Voting Procedures*

Procedure shall be in accordance with the submitted agenda. Votes are to be recorded by the appropriate staff.

Each member entity of the General, Tribal, or Special Purpose membership of the Council in good standing and exercising full voting privileges has one vote if their representative or approved alternate as per section 7.3 is present at a regular or special meeting. Voting by proxy is not allowed. Persons participating by electronic means are deemed to be present.

Any member not in good standing per section 8.3 shall not be allowed to vote and the staff secretary shall ensure compliance when recording. The Executive Director shall notify any member representative of non-voting status prior to the next subsequent meeting. Member voting rights are reinstated upon payment of billed amount, in full, made prior to the next regular or special meeting. The council shall take formal action to rescind and/or reinstate any member's voting privileges.

7.2 *Amendment of Bylaws*

These Bylaws may be amended at any regular meeting by two-thirds vote of the members in good standing present, provided that the proposed amendments have been submitted in writing at a previous meeting. These Bylaws may be suspended at any meeting by two-thirds vote of the members in good standing present.

7.3 *Representatives*

All member entities shall designate a Representative and shall notify the Council of its selection in writing or email prior to the third Thursday in January. Every effort shall be made to contact member entities prior to the January meeting to facilitate the selection of Representatives. If written notice or email is not received by the third Thursday in January, the member entity will not be deemed to be officially represented. No single individual may serve as Representative for more than one entity at any given time.

If a member Representative is unable to attend any regular, special or sub-committee meeting, with the exception of the Administrative Sub-Council, it is the responsibility of that Representative to make a reasonable attempt to notify the Council. The Representative shall facilitate a written or email correspondence to the Council, which shall name an Alternate Representative, approved by the appropriate official of the member entity. In every instance it is the responsibility of the Representative to apprise the Alternate of any and all pertinent information.

7.4 *Responsibilities of Representatives*

It is the responsibility of each Representative to express to the Council and staff the vision and needs of the entity that he/she represents.

It is the responsibility of each representative to provide their governing body with copies of agendas, minutes, and other business materials as appropriate, to share the mission and needs of the Council.

It is the responsibility of each Representative to attend meetings of the Council and fully participate in Council activities.

It is the responsibility of each Representative to facilitate notice of an Alternate Representative, per section 7.3.

7.5 *Actions*

In the event that a representative is absent for three (3) or more meetings of the Full Council the Administrative Sub-Council shall notify the representative and member entity in writing, or via email, that their attendance is required and that a new representative will be requested if attendance does not improve.

SECTION EIGHT: BUDGET PROCESS

8.1 *Budget Process*

A preliminary budget and work program for the ensuing year shall be prepared and mailed to each representative no later than the third Thursday of September of each year. The annual work program shall consist of a narrative statement of the projects and activities to be undertaken by the Council and staff during the subsequent budget year. The budget shall show the expected expenditures and income for the following year. Expenditures shall be divided into major classifications: Salaries, benefits, office supplies, other operating expenses, and capital outlay. The income section of the budget shall indicate by source the expected contribution of each participating agency and all other income that has been contracted or is reasonably expected.

Member Representatives are responsible for sharing the preliminary budget and work program with fellow entity governing members to solicit input. The Representative shall be responsible for transmitting any input to the Executive Director, which shall be brought forth to the Full Council.

The Council, at its regular September meeting, shall consider and adopt the preliminary budget, after making any appropriate changes. The preliminary budget shall then be transmitted to the governing bodies of the member agencies, requesting that such agencies consider the financial needs of the Council in their annual budget.

8.2 *Payment Schedule for Assessed Allocation*

All member dues will be billed on a semi-annual schedule with payment due within sixty (60) days of written notice. Member dues billing shall occur in January and June of each year.

8.3 Nonpayment of Member Dues

In the case where a member entity gives notice before the December Annual Meeting that it is unable to pay a portion of its dues for the coming year, the Administrative Sub-Council and staff, with the assistance from the Executive Director, as necessary, will develop a plan of action to address the specific situation. The plan will be presented to the Full Council for adoption or revision as the Council may determine.

Membership dues will be billed on a semi-annual basis per section 8.2. If after billing a member for its share of dues, full payment is not forthcoming within sixty (60) days, that entity shall no longer be a member in good standing, shall forfeit all voting privileges, and all work will be suspended for that member. Reinstatement of full voting privileges shall be considered by the Council when all assessments are paid in full.

The appointment of a Representative to the Council shall be considered a binding commitment to one full year's membership in the Council.

In all cases, the Council shall take formal action to rescind and/or reinstate any member's voting privileges. Further, every effort shall be made to resolve such problems prior to rescinding voting privileges. In the event of extraordinary circumstances, the Council may waive any portion of this section.

8.4 Refunds

No refund shall be made of any monies collected under the adopted formula from any membership dues, regardless of any change in membership status.

8.5 Final Budget Process

At the December meeting, the Council shall review the budget for the ensuing year and make such additional changes as may be required, and by two-thirds majority vote of members in good standing present, adopt the final budget. Thereafter, a copy of the approved budget shall be forwarded to the County Auditor and one copy to each member Representative, who shall be responsible for distributing the document to their member entity governing body. Other copies may be distributed as the Council directs.

8.6 Budget Amendment Process

The Council may amend its budget during the year by resolution. Copies of such resolutions shall be filed with the County Auditor. At no time may the Council's budget expenditures exceed funds available or reasonably expected.

8.7 Deposits and Disbursements

All funds of the Council shall be deposited with the Grays Harbor County Treasurer to the account of the Grays Harbor Council of Governments. Disbursements shall be made only by the Treasurer upon warrants drawn by the County Auditor and approved in accordance with the provisions of these Bylaws.

8.8 *Expenditure Approval Process*

The expenditure approval process will follow that of Grays Harbor County. Vouchers for bills and payroll shall be approved by the Executive Director or his/her designee and members of the Administrative Sub-Council. A report of all expenditures approved by the Administrative Sub-Council shall be provided at each regular meeting of the Full Council.

8.9 *Financial Reports*

The accountant shall prepare, or cause to be prepared, quarterly reports of the budget expenditures and revenue to date and the balance remaining in the several budget classifications. A balance sheet, budget to actual comparison, and a schedule of outstanding receivables will be submitted to the Administrative Sub-Council on a quarterly basis.

8.10 *Refreshments*

The Council will provide refreshments at its public meetings in accordance with the policies of the Washington State Office of Financial Management.

8.11 *Recognition*

The Council may, when appropriate, use funding within the limits of the miscellaneous funds line item to purchase awards for Council Members. These awards may include, but are not limited to, plaques and certificates, small gifts under \$25.00, meals within the limit of the personnel policies and other items to convey recognition for services performed.

SECTION NINE: STAFF

9.1 *Executive Director*

The Council will employ an Executive Director. The Executive Director will have authority to employ staff, within budgetary constraints and to fulfill the work program. All staff of the Council shall be governed by the personnel policies of the Council along with State and Federal law. Salary of the Executive Director shall be determined by the Administrative Sub-Council in advance of the September budget process.

9.2 *Salary Ranges and Personnel Benefits*

Salary ranges for each staff position shall be included in the Personnel Policies. Individual salaries within the approved salary range will be at the discretion of the Executive Director. The Administrative Sub-Council has been granted the authority to approve the personnel policies, according to section 5.3 of these bylaws, which include staff salary ranges, and personnel benefits.

END